

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
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ORDER UNDER 11 U.S.C. § 107(b) AND FED. R. BANKR. P. 9018
AUTHORIZING DEBTORS TO FILE THEIR SUPPLEMENTAL REPLY WITH RESPECT
TO PROOF OF CLAIM NO 14012 (HB PERFORMANCE SYSTEMS INC) UNDER SEAL

("HB PERFORMANCE SEAL ORDER")

Upon the application, dated April 13, 2007 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an Order Under 11 U.S.C. § 107(b) And Fed. R. Bankr. P. 9018 Authorizing Debtors To File Their Supplemental Reply With Respect To Proof Of Claim No. 14012 (HB Performance Systems Inc.) Under Seal; and it appearing that pursuant to Fed. R. Bankr. P. 9018, no notice of the relief requested in the Application need be provided; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED.
2. Pursuant to 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018, the Debtors are authorized to file the Supplemental Reply With Respect To Proof Of Claim 14012 (the

"Supplemental Reply") under seal.

3. Complete versions of the Supplemental Reply (and any confidential, non-public information derived from the Supplemental Reply) shall remain confidential and be served on and made available only to HB Performance Systems Inc., and counsel for the Official Unsecured Creditors Committee, and such other parties as ordered by this Court or as agreed to in writing by the Debtors and Harley-Davidson, Inc. ("Harley").

4. Except as otherwise agreed to by the Debtors and Harley, any pleadings filed by a third party in these cases that reference or disclose any confidential information contained in the Supplemental Reply shall be filed under seal or redacted and served only on those parties authorized to receive the Supplemental Reply, as provided for in paragraph 3 of this order.

5. The requirement pursuant to Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that the Debtors file a memorandum of law in support of the Application is hereby waived.

6. This Court retains jurisdiction to enforce this order and preserve the confidentiality of the Supplemental Reply and the sensitive information contained therein, and to impose sanctions on any person or entity which violates this order.

Dated: New York, New York
April 13, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE